MONOLITHIC POWER SYSTEMS INC

Form 4

November 09, 2007

FORM 4 _{II}

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Hsing Michael | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|---------|----------|---|---|--|--|--|
| | | | MONOLITHIC POWER SYSTEMS INC [MPWR] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | X Director 10% Owner X Officer (give title Other (specify | | | |
| 6409 GUADALUPE MINES ROAD | | | (Month/Day/Year) 11/08/2007 | below) below) CEO | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | | |
| SAN JOSE, CA 95120 | | | | Form filed by More than One Reporting Person | | | |

| (City) | (State) | (Zip) Tabl | e I - Non-D | Derivative | Secui | rities Acq | uired, Disposed o | of, or Beneficia | lly Owned |
|--------------------------------------|---|---|---|---|-------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquir on(A) or Disposed of ((Instr. 3, 4 and 5) (A) or Amount (D) Pr | | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 11/08/2007 | | S <u>(1)</u> | 200 | D | \$ 21.03 | 138,497 | I | By Jointly w/Spouse |
| Common Stock | 11/08/2007 | | S <u>(1)</u> | 200 | D | \$ 21.04 | 138,297 | I | By Jointly w/Spouse |
| Common Stock | 11/08/2007 | | S <u>(1)</u> | 100 | D | \$ 21.05 | 138,197 | I | By Jointly w/Spouse |
| Common Stock | 11/08/2007 | | S <u>(1)</u> | 200 | D | \$ 21.06 | 137,997 | I | By Jointly w/Spouse |
| Common Stock | 11/08/2007 | | S(1) | 100 | D | \$ 21.07 | 137,897 | I | By Jointly w/Spouse |

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| Common Stock | 11/08/2007 | S <u>(1)</u> | 400 | D | \$ 21.08 | 137,497 | I | By Jointly w/Spouse |
|-----------------|------------|--------------|-----|---|-------------|---------|---|----------------------------|
| Common Stock | 11/08/2007 | S <u>(1)</u> | 100 | D | \$ 21.09 | 137,397 | I | By Jointly w/Spouse |
| Common Stock | 11/08/2007 | S <u>(1)</u> | 100 | D | \$ 21.1 | 137,297 | I | By Jointly w/Spouse |
| Common Stock | 11/08/2007 | S <u>(1)</u> | 100 | D | \$ 21.13 | 137,197 | I | By Jointly w/Spouse |
| Common Stock | 11/08/2007 | S <u>(1)</u> | 100 | D | \$ 21.23 | 137,097 | I | By Jointly w/Spouse |
| Common Stock | | | | | | 822,144 | D | |
| Common Stock | | | | | | 133,040 | I | By S. Hsing 04 Trust |
| Common Stock | | | | | | 133,040 | I | by M Hsing 04 Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

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9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | Execution Date, if any | Code | 5. orNumber of | 6. Date Exercisable Expiration Date (Month/Day/Year) | | 7. Title Amour Underl | nt of lying | 8. Price of Derivative Security |
|---------------------------------|------------------------------------|--------------------------------------|------------------------|------------|---|--|---------|-----------------------------|--|---------------------------------|
| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Securit (Instr. | ties 3 and 4) | (Instr. 5) |
| | | | | Code V | (A) (D) | Date Expi Exercisable Date | iration | Title | Amount or Number of Shares | |

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners 2

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Director 10% Owner Officer Other

Hsing Michael

6409 GUADALUPE MINES ROAD X CEO

SAN JOSE, CA 95120

Signatures

Michael Hsing 11/09/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) In accordance with the reporting person's 10b5-1 trading plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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